

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
SHAW FAMILY ARCHIVES, LTD., EDITH :
MARCUS and META STEVENS, :
 :
Plaintiffs, : Case No. 05 Civ. 3939 (CM)
 :
-against- : Hon. Colleen McMahon
 :
CMG WORLDWIDE, INC. and MARILYN :
MONROE LLC, :
 :
Defendants. :
----- X

DECLARATION OF MARK ROESLER

MARK ROESLER, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I am CEO and Chairman of Defendant CMG Worldwide, Inc. (“CMG”). I respectfully submit this declaration in opposition to Plaintiffs / Consolidated Defendants’ Motion for Bond Pursuant to Local Rule 54.2.
2. As I stated in previous declarations in this matter, CMG, on behalf of Marilyn Monroe LLC (“MMLLC”) as its licensing agent, is actively engaged in the business of licensing and exploiting MMLLC’s intellectual property rights, including its trademarks and copyrights.
3. I am advised that Plaintiffs have sought an order requiring Defendants / Consolidated Plaintiffs to post a bond in an amount not less than \$4,500,000.
4. CMG WORLDWIDE, INC. (hereinafter referred to as “CMG”) is an Indiana corporation with its principal place of business located at 10500 Crosspoint Boulevard, Indianapolis, Indiana (Hamilton County) 46256 and an additional office in Los Angeles, California. CMG employs approximately twenty (20) employees at its Indianapolis office.

5. For over a quarter of a century, CMG has represented numerous corporations, organizations, celebrities, and the heirs, families, and estates of deceased celebrities for the purpose of licensing to third parties permission to commercially use such corporations', organizations', and personalities' designs, trademarks and trade dresses, along with the names, likenesses, voices, rights of publicity, and endorsement, and other rights as associated therewith. As Chairman of CMG, I am a frequent speaker on behalf of CMG at national conferences and continuing legal education seminars, such as the 2005 annual meeting of the International Trademark Association, where I was the keynote speaker.

6. Over the last quarter century, CMG has become known as the premiere celebrity licensing agency and is recognized around the world as agent and representative for such internationally recognized sports and entertainment celebrities as Marilyn Monroe, James Dean, Babe Ruth, Humphrey Bogart, and Jackie Robinson; CMG maintains numerous domain names on behalf of its clients, including but not limited to www.marilynmonroe.com.

7. In addition to its celebrity clientele, as enumerated herein in Paragraph 5, CMG represents numerous world famous corporate brands and renown photographers including but not limited to the State of New York ("I Love New York"), which CMG has represented for the past fourteen (14) years and the Vatican Library Collection. A copy of CMG's current client roster is attached hereto as Exhibit A. Approximately twenty (20) of CMG's client's are located in or reside in the State of New York.

8. On behalf of its clients, CMG has negotiated tens of thousands of license agreements over the past twenty-five (25) years and, currently, maintains and manages over two thousand active license agreements. Currently of the over two thousand (2,000) active license agreements on behalf of various clients, approximately three hundred (300) licensees are domiciled in or have their principal places of business in the State of New York.

9. Likewise, with respect to several current CMG clients, CMG actively applies for, prosecutes, manages, and enforces countless United States and International trademark applications and registrations on behalf of its various clients.

10. On behalf of MMLLC, CMG has generated substantial gross licensing revenue over the last thirteen (13) years. A copy of a graph depicting gross licensing revenue for MMLLC is attached hereto as Exhibit B.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
April 2, 2008.

A handwritten signature in blue ink that reads "Mark Roesler". The signature is written in a cursive, slightly stylized font.

Mark Roesler